

Alan Fragen
HOULIHAN LOKEY HOWARD & ZUKIN
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Los Angeles, CA 90067
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FINANCIAL ADVISORS TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA**

In re:	)	Chapter 11
)	
BCE WEST, L.P., et al.,	)	Case Nos. 98-12547 through
	)	98-12570-PHX-CGC
)	
Debtors	)	Jointly Administered
)	
)	
	)	Second Application of Houlihan
	)	Lokey Howard & Zukin, Inc.
	)	("Houlihan Lokey") for
	)	Allowance of Interim
	)	Compensation and
	)	Reimbursement of Expenses
	)	Pursuant to Sections 330 and
	)	331 of the Bankruptcy Code

Houlihan, Lokey, Howard & Zukin, Inc. (Houlihan Lokey), financial advisor to the Official Committee of Unsecured Creditors (the Committee) of BCE West, L.P., et al. (“Boston Chicken” or the “Debtor”), in the above-referenced Chapter 11 case files its Second Application for Allowance of Compensation and Reimbursement of Expenses of Houlihan Lokey Howard & Zukin, Inc. (the “Second Application”) for services rendered from February 1, 1999 through May 31, 1999, and respectively represents:

JURISDICTION

1. This Court has jurisdiction over the subject matter of this Second Application pursuant to the provisions of 28 U.S.C. Section 1334 and 157, 11 U.S.C. Sections 330 and Rule 2016 of the Federal Rules of Bankruptcy Procedure.

CASE INFORMATION AND STATUS

2. On October 5, 1998, Boston Chicken, Inc., BC Real Estate Investments, Inc., MidAtlantic Restaurants, Inc., BCI Mayfair, Inc., BC Great Lakes, LLC, Progressive Foods Concepts, Inc., BC Acquisition Sub, BC Golden Gate, LLC, BCBM Southwest, LP, BC Boston, LP, BC Superior, LLC, BC Heartland, LLC, BC Tri-States, LLC, Finest Foodservice, LLC, R&A Food Services, LP, P&L Food Services, LLC, BCE West, LP, Mayfair Partners, LP, BCI Massachusetts, Inc. BCI R&A, Inc. BCI Southwest, Inc., BCI West, Inc., BC New York, LLC, Buffalo P&L Food Services, Inc. (jointly administered as the "Debtors") filed petitions under Chapter 11 of the United States Bankruptcy Code. As of the date of this Application, the Debtors have continued in possession of their property as debtors-in-possession.

EMPLOYMENT/RETAINER INFORMATION

3. The Committee filed its Application to employ Houlihan Lokey as financial advisors pursuant to 11 U.S.C. Section 328 and 1103 on December 6, 1998. The Court entered its Order approving the Application on February 24, 1999, the ("Retention Order").
4. From February 1, 1999 through May 31, 1999 (the "Second Application Period"), Houlihan Lokey has expended 324 hours of professional time. Total fees for the Second Application

Period total \$350,000. During the same period, Houlihan Lokey incurred out-of-pocket expenses totaling \$5,698.92.

5. Houlihan Lokey respectfully asks for (i) payment of \$350,000 for its services rendered from February 1, 1999 through May 31, 1999, which includes a monthly fee of \$100,000 for February and March and \$75,000.00 for April and May; and (iii) payment of \$5,698.92 for out-of-pocket expenses incurred during the Second Application Period.

- a. The following summarizes the request for compensation:

Fees Requested	\$350,000.00
Out-of-pocket Expenses Requested	<u>\$5,698.92</u>
Amount Due and Requested	\$355,698.92

6. Houlihan Lokey seeks compensation for services performed in connection with the representation of the Committee in the Boston Chicken bankruptcy proceedings during the Second Application Period. During the Second Application Period, Houlihan Lokey provided the following services as financial advisor to the Committee rendering the following services (collectively, the Advisory Services):

- (a) advising the Committee with respect to the Company's financial condition, business plans, forecasts and related projections;
- (b) reviewing industry valuation parameters;
- (c) reviewing various business plans promulgated by Boston Chicken;
- (d) investigating and providing the Committee with information and analysis regarding the Company's various operational restructuring initiatives;
- (e) creating and formulating of alternative restructuring scenarios, accompanied by preliminary valuation indications of both the Company and any securities to be issued as part of a restructuring;

- (f) discussing and negotiating with the Debtors' senior secured lenders and their advisors on potential alternative plans of reorganization;
 - (g) analyzing the economic impact of assuming/rejecting various contracts;
 - (h) advising the Committee in connection with a possible sale transaction involving the sale of the business or assets of the Debtor;
 - (i) advising the Committee as to financing alternatives in connection with various plans of reorganization;
 - (j) attending numerous meetings, participating in conference calls, and having numerous discussions with the Debtor and its advisors, the Debtors' senior secured lenders and their advisors, and several other of the Debtors' stakeholders;
 - (k) providing the Committee with various industry, comparable company and competitor analyses;
 - (l) engaging in discussions with parties interested in financing or acquiring the Company;
 - (m) performing such additional advice and assistance as the Committee may request from time to time.
8. The financial services set forth above were performed primarily by: Irwin N. Gold, Senior Managing Director; Andrew B. Miller, Managing Director; Alan D. Fragen, Vice President; and other professionals, on an as needed basis of Houlihan Lokey Howard & Zukin. The resumes of each of the primary Houlihan Lokey professionals are provided in Exhibit A.
9. Houlihan Lokey respectfully submits that the compensation requested for the Second Application Period for services rendered to the Committee is fully justified and reasonable based upon (a) the time and labor required, (b) the complexity of the issues presented, (c) the skill necessary to perform the financial advisory services, (d) the preclusion of other employment, and (e) the customary fees charged to clients in non-bankruptcy situations.

10. Houlihan Lokey respectfully submits that the services it has rendered to the Committee have been necessary and in the best interest of the Committee and have furthered the goals of all parties in interest. Houlihan Lokey respectfully submits that under all of the criteria normally examined in Chapter 11 reorganization cases, the compensation requested by Houlihan Lokey is reasonable in light of the work performed by Houlihan Lokey in these cases.
11. The amount of fees and expenses sought in this application and Houlihan Lokey's billing processes are consistent with market practices both in and out of a bankruptcy context. Houlihan Lokey's professionals generally do not maintain detailed time records of the work performed for its clients. In the Debtors' case, however, Houlihan Lokey has recorded time records in one-half hour increments. Time records of the 324 hours expended by Houlihan Lokey professionals in providing financial advisory and investment banking services to the Committee from February 1, 1999 through May 31, 1999 are provided in Exhibits B through F.
12. Houlihan Lokey respectfully requests allowance of its out-of-pocket expenses incurred in connection with its performance of services for the Debtors during the Second Application Period in the aggregate amount of \$5,698.92. Houlihan Lokey's out-of-pocket expenses during the Second Application Period were largely travel-related expenses for (1) evaluating the complex operational restructuring issues and performing required due diligence for the Committee and (2) meeting regularly with the Committee and other constituencies to facilitate the restructuring process. Details of the expenses incurred during the Second Application Period are provided in Exhibit G.

13. Houlihan Lokey's charges for expenses to the Committee are determined in the same manner as for clients in non-bankruptcy matters. Out-of-pocket expenses incurred by Houlihan Lokey are charged to a client if the expenses are incurred for the client or are otherwise necessary in connection with services rendered for such particular client. Houlihan Lokey does not factor general overhead expenses into disbursements charged to its clients in connection with Chapter 11 cases. Houlihan Lokey has followed its general internal policies with respect to out-of-pocket expenses billed to the Committee as set forth below, with any exceptions specifically explained:

- (a) Houlihan Lokey's general policy is to bill lunch or dinner meals to a client for meals provided at meetings with attendees including Houlihan Lokey professionals, members of the Committee, professionals of the Committee's other advisors, other stakeholders of the Debtor, and members of the Debtor's management team. Moreover, if an employee is required to provide services to the client during a meal time due to extreme time constraints, then Houlihan Lokey permits the employee to bill the meal. Houlihan Lokey employees are permitted to order meals in the office if the employee is required to work after 8:00 p.m.
- (b) Messengers and couriers are used by Houlihan Lokey to deliver hard copy documents relating to the client matter which require receipt on an expedited basis; otherwise, Houlihan Lokey uses the regular postal system. Any charges for messengers and couriers are billed to a client at cost.
- (c) In Chapter 11 cases, Houlihan Lokey's general policy is to charge for airfare based on coach rates. In incidences of late evening travel and long cross-country flights,

senior Houlihan Lokey employees will seek to upgrade to business class and charge clients for the cost of the upgrade. Moreover, where employees are traveling for more than one matter (which, for senior officers, can be a majority of the time), Houlihan Lokey employees will charge the costs of business travel (e.g., air and hotel) to more than one matter; thus, often only a fraction of actual cost will be billed to a client.

- (d) The Computer Information Services category of expenses include charges from outside computer/electronic service companies, that supply, for a fee, research and/or financial documents to Houlihan Lokey. The services provided by these companies primarily consist of the retrieval of financial documents from regulatory agencies and the retrieval of research that would not otherwise be available to Houlihan Lokey.
 - (e) Houlihan Lokey bills photocopying charges at the rate of \$.25 per page.
 - (f) With respect to local travel, Houlihan Lokey's general policy enables employees to travel by private car service to and from meetings while rendering services to a client on a client related matter, for which the client is charged. This policy is based on Houlihan Lokey's determination that travel by a private car service or taxi is the most efficient use of a professional's time.
14. Houlihan Lokey respectfully submits that the expenses for which it seeks allowance during the Second Application Period are necessary and reasonable both in scope and amount.

15. No prior application for the relief requested herein has been made.
16. All professional services for which compensation is requested by Houlihan Lokey were performed for and on behalf of the Committee during the case and were not rendered on behalf of any other person.
17. There is no agreement or understanding between Houlihan Lokey and any other person for the share of compensation received or to be received for services rendered in connection with these proceedings.

WHEREFORE, Houlihan Lokey requests the Court to:

- (a) Approve the allowance and payment of Houlihan Lokey's fees and expenses, as detailed below, for the Second Application Period:

Fees Requested	\$350,000.00
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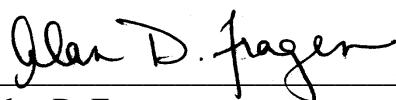
Out-of-pocket Expenses Requested	<u>\$5,698.92</u>
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Amount Due and Requested	\$355,698.92
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- (b) Authorize and direct the Debtor to pay Houlihan Lokey's approved fees and expenses;
- (c) Grant such other and further relief as this Court deems just and proper.

Dated: Los Angeles, California
July 14, 1999

HOULIHAN LOKEY HOWARD & ZUKIN, INC.
Financial Advisor to the Official Committee of
Unsecured Creditors

By: 
Alan D. Fragen
Vice President
1930 Century Park West
Los Angeles, California 90067

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA

In re:	)	Chapter 11
)	
BCE WEST, L.P., et al.,)	
	)	Case Nos. 98-12547 through
	)	98-12570-PHX-CGC
)	
Debtors.	)	Jointly Administered
)	
)	
	)	AFFIDAVIT

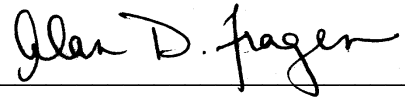
ALAN D. FRAGEN, being duly sworn, deposes and says:

1. I am an employee of the firm of Houlihan Lokey Howard & Zukin, Inc. (Houlihan Lokey), which firm maintains offices for providing financial advisory services at 1930 Century Park West, Los Angeles, California 90067. Houlihan Lokey has acted as financial advisor to and rendered professional services on behalf of the Official Unsecured Creditors Committee (the Committee) of BCE West, L.P., et al. (Boston Chicken) and certain affiliates and subsidiaries, each a debtor and debtor-in-possession herein.

2. This affidavit is submitted pursuant to Bankruptcy Rule 2016 in connection with Houlihan Lokey s application (the Application) for an allowance of interim compensation for services rendered to the Committee for the Period February 1, 1999 through May 31, 1999 in the amount of \$350,000 and approval of reimbursement of out-of-pocket expenses incurred in connection therewith in the sum of \$5,698.92.

3. All of the services for which compensation is sought by Houlihan Lokey were performed for and on behalf of the Committee and not on behalf of any other person.

4. No agreement or understanding exists between Houlihan Lokey and any other entity for the sharing of compensation received or to be received for services rendered in or in connection with these cases.

A handwritten signature in black ink, reading "Alan D. Fragen", written over a horizontal line.

Alan D. Fragen
Vice President

Sworn to before me this 14th day of July 1999

Notary Public

CERTIFICATION PURSUANT TO ADMINISTRATIVE ORDER UNDER 11 U.S.C. 105
(a) AND 331 ESTABLISHING PROCEDURE FOR INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR PROFESSIONALS

I have read the Second Application of Houlihan Lokey Howard & Zukin, Inc. (Houlihan Lokey) for Allowance of Interim Compensation and Reimbursement of Expenses for the Period from February 1, 1999 through May 31, 1999 (the “Application”).

To the best of my knowledge, information and belief, formed after reasonable inquiry, the Application complies substantially with the mandatory guidelines set forth in the Administrative Order Under 11 U.S.C. 105 (a) and 331 Establishing Procedure For Interim Compensation and Reimbursement Of Expenses For Professionals dated October 27, 1998 (the “Procedures”).

To the best of my knowledge, information and belief, formed after reasonable inquiry, the fees and disbursements sought in the Application fall within the guidelines of the Procedures, except as specifically noted in this certification and in the Application.

To the best of my knowledge, information and belief, formed after reasonable inquiry, the fees and disbursements sought are billed in accordance with the practices customarily employed by Houlihan Lokey and generally accepted by Houlihan Lokey’s clients.

To the best of my knowledge, information and belief, formed after reasonable inquiry; in providing reimbursable services, Houlihan Lokey does not make a profit on these services; in charging for a particular service, Houlihan Lokey does not include in the amount for which reimbursement is sought the amortization of the cost of any investment, equipment or capital outlay; in seeking

reimbursement for services which Houlihan Lokey justifiably purchased or contracted from a third party, Houlihan Lokey seeks reimbursement only for the amount paid by Houlihan Lokey to such vendor.

Dated: Los Angeles, California
July 14, 1999

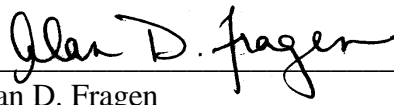
By: 
Alan D. Fragen
Vice President

Exhibit A

Biographies of Houlihan Lokey Professionals

Irwin N. Gold. Mr. Gold is a Senior Managing Director and member of the Board of Directors of Houlihan Lokey Howard & Zukin where he has been a co-founder and national co-director of the firm's Financial Restructuring Group since 1988. Over the last ten years, Mr. Gold has lead many of the Group's largest and most complex financial restructuring engagements, both in bankruptcy and out-of-court situations. Many of these transactions involved significant sales or purchases of distressed assets/companies.

Mr. Gold earned a B.A. in Economics, *summa cum laude* and *Phi Beta Kappa*, from Duke University and a J.D. from the University of Virginia School of Law. He was associated with Gibson, Dunn & Crutcher from 1982 through 1985 as a member of the firm's corporate department. Mr. Gold was vice president and director of corporate finance of Wood Bros. Homes, Inc., a Denver-based real estate and mortgage banking company, from 1985 to 1986, where he helped negotiate a workout and sale of the company. He was a principal of The Seneca Group, an investment banking and financial advisory firm, from 1986 to 1988.

Mr. Gold is a member of a variety of organizations including the Financial Lawyers Conference, the Bankruptcy Study Group and the American Bankruptcy Institute. He has testified as an expert witness on numerous occasions on restructuring matters, has spoken publicly on a variety of financial restructuring topics, and is the author of "Valuation of the Restructured Enterprise and Its Effect on Negotiating Leverage." In addition, Mr. Gold is a director of Cole National Corporation (NYSE:CNJ), The Bibb Company (AMEX:BIB), and Advantica Restaurant Group, Inc. (NASDAQ:DINE), formerly Flagstar Companies, Inc., three successfully restructured companies.

Andrew B. Miller. Mr. Miller earned a B.S. in Business Administration, with highest honors, from the University of California, Berkeley; a J.D. from the University of Chicago Law School; and an M.B.A. from the University of Chicago Graduate School of Business. Prior to joining Houlihan Lokey, Mr. Miller was a management consultant with the Boston Consulting Group and Bain & Company. On behalf of his clients, Mr. Miller has structured, negotiated, and implemented successful restructurings both in- and out-of-court. Mr. Miller heads Houlihan Lokey's distressed company M&A practice and specializes in, and has successfully effectuated in a variety of industries, the sale of distressed middle market companies. Mr. Miller is a frequent speaker on financial restructuring topics, has lectured at UCLA Law School and USC Business School, and is author of "Advising the Distressed Company" and "Buying and Selling the Distressed Company."

Alan D. Fragen. Alan Fragen earned a B.A. in Economics, honors, and Mathematics from Northwestern University and an M.S. in Econometrics from the London School of Economics and Political Science. He joined Houlihan Lokey in 1993 from Kidder, Peabody & Co. Previously, Mr. Fragen had been an associate at The Lodestar Group where he participated in the restructuring two of Lodestar's portfolio companies, KinderCare Learning Centers and Dreman Value Management L.P. Prior to joining Lodestar, he spent three years with Lazard Freres in their New York and London offices. Mr. Fragen has been involved in a variety of M&A, corporate finance and project finance transactions working for clients including Hecla Mining Company, Freeport-McMoRan INC., Primevica Corporation, Minarco S.A., Norton Co., and The Gateway Company.

Eric Winthrop. Mr. Winthrop graduated with honors from the University of California at Santa Barbara where he earned a B.A. in Business Economics. Prior to joining Houlihan Lokey, Mr. Winthrop worked for Price Waterhouse LLP in their Corporate Finance, Restructuring and Disputes group where he focused on operational consulting for financially distressed companies and participated in the firm's telecommunications and real estate initiatives. At Houlihan Lokey, Mr. Winthrop has been involved in distressed mergers and acquisitions, financial restructurings, and valuations of distressed and healthy companies in a variety of industries.

Milos Brajovic. Mr. Brajovic earned a B.S. in Finance, with highest honors, from New York University and an M.B.A., with highest distinction, from New York University's Leonard N. Stern School of Business. In addition, Mr. Brajovic completed post-graduate studies in the International Management Program at London School of Economics and H.E.C., where he specialized in international finance and political sciences. Prior to joining Houlihan Lokey, Mr. Brajovic worked in TD Securities, Inc.'s Energy Group, Bear Stearns & Co.'s Structured Transactions Group and Banque Paribas' Mergers & Acquisitions Group. Mr. Brajovic has worked on numerous restructuring transactions, as well as private issuances of debt, leveraged recapitalizations and mergers and acquisitions. Mr. Brajovic's current and past engagements include Boston Chicken, Inc., Plains Electric Generation and Transmission Cooperative, MobileMedia Communications, Inc., International Wireless Communications Holdings, Inc. and Athena International, L.L.C.

Greg Kim. Mr. Kim is a Senior Financial Analyst with Houlihan Lokey's Los Angeles Office. Mr. Kim has been involved in a variety of restructuring transactions, distressed mergers and acquisitions, and valuations of both public and private companies. Prior to joining Houlihan Lokey, Mr. Kim worked at W.E. Myers & Company, Merchant Bankers, involved in the analysis of industries and companies attractive for private equity funds. Mr. Kim earned a B.S. in Economics with a concentration in Finance from the Wharton School of Finance at the University of Pennsylvania.

Gavin Kagan. Prior to joining Houlihan Lokey as an Associate in the Los Angeles office, Gavin worked for LaSalle Partners in Los Angeles & Pals Holding in South Africa. Gavin earned a Bachelor of Business Science with honors in Finance from the University of Cape Town and an M.B.A. with highest distinction from the University of Southern California's Marshall School of Business.

Pejman Sabet. Mr. Sabet is a Financial Analyst in Houlihan Lokey's Los Angeles office. Prior to joining Houlihan Lokey, Mr. Sabet worked at Walt Disney Imagineering, involved in the development and analysis of the company's annual operating plan. Mr. Sabet earned a B.S., in Business Administration from the University of Southern California with an emphasis in Financial Analysis and Entrepreneurship.

Exhibit B

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
Client Code: F0916/7130
Time Period: February 1, 1999 through February 28, 1999

Professional	Date	Hours	Description of Work Performed
Alan Fragen	2/03/99	1.0	Internal meeting.
Alan Fragen	2/07/99	1.0	Reviewed management presentation.
Alan Fragen	2/08/99	1.5	Committee conference call.
Alan Fragen	2/18/99	1.0	Conference call with Senior Bank regarding sale of company.
Alan Fragen	2/19/99	3.0	Conference call with committee regarding strategic alternatives.
Alan Fragen	2/24/99	1.0	Internal meeting.
Alan Fragen	2/27/99	0.5	Reviewed Hebb & Gitlin memo regarding 2/23 and 2/24 court hearings.
TOTAL HOURS		9.0	

Houlihan Lokey Howard & Zukin
Summary of Hours

Client Name: **Boston Chicken, Inc.**
Client Code: F0916/7130
Time Period: February 1 1999 through February 28, 1999

Professional	Date	Hours	Description of Work Performed
Andrew Miller	2/3/99	1.0	Internal meeting.
Andrew Miller	2/8/99	2.0	Read management presentation.
Andrew Miller	2/24/99	1.0	Internal meeting.
TOTAL HOURS		4.0	

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
Client Code: F0916/7130
Time Period: February 1 1999 through February 28, 1999

Professional	Date	Hours	Description of Work Performed
Eric Winthrop	2/3/99	1.0	Internal meeting.
Eric Winthrop	2/17/99	1.5	Committee conference call.
Eric Winthrop	2/18/99	1.0	Conference call with Senior Bank regarding sale of company.
Eric Winthrop	2/19/99	3.0	Conference call with BCI regarding strategic alternatives.
Eric Winthrop	2/24/99	1.0	Internal meeting.
TOTAL HOURS		7.5	

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
 Client Code: F0916/7130
 Time Period: February 1, 1999 through February 28, 1999

Professional	Date	Hours	Description of Work Performed
Gavin Kagan	2/1/99	0.5	Review weekly sales.
Gavin Kagan	2/3/99	1.0	Internal meeting.
Gavin Kagan	2/5/99	1.5	Conference call.
Gavin Kagan	2/5/99	1.0	Real estate call.
Gavin Kagan	2/5/99	1.0	Call with Andrew Yearly regarding BCI.
Gavin Kagan	2/8/99	1.5	Read management presentation.
Gavin Kagan	2/8/99	1.5	Conference call.
Gavin Kagan	2/8/99	0.5	Review weekly sales.
Gavin Kagan	2/15/99	0.5	Review weekly sales.
Gavin Kagan	2/15/99	1.0	Call with Anthony Smith regarding Committee call tomorrow.
Gavin Kagan	2/17/99	1.5	Committee conference call.
Gavin Kagan	2/17/99	.5	Call with Hebb & Gitlin to discuss strategy.
Gavin Kagan	2/18/99	1.0	Conference call with Senior Bank regarding sale of company
Gavin Kagan	2/19/99	3.0	Conference call with BCI Committee regarding strategic alternatives.
Gavin Kagan	2/22/99	0.5	Review weekly sales.
Gavin Kagan	2/24/99	1.0	Internal meeting.
TOTAL HOURS		17.5	

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
 Client Code: F0916/7130
 Time Period: February 1, 1999 through February 28, 1999

Professional	Date	Hours	Description of Work Performed
Greg Kim	2/1/99	0.5	Review weekly sales.
Greg Kim	2/3/99	1.0	Internal meeting.
Greg Kim	2/5/99	1.5	Conference call.
Greg Kim	2/8/99	1.5	Conference call.
Greg Kim	2/8/99	0.5	Review weekly sales.
Greg Kim	2/15/99	0.5	Review weekly sales.
Greg Kim	2/17/99	1.5	Committee conference call.
Greg Kim	2/18/99	1.0	Conference call with Senior Bank regarding sale of company.
Greg Kim	2/19/99	3.0	Conference call regarding strategic alternatives.
Greg Kim	2/22/99	0.5	Review weekly sales.
Greg Kim	2/24/99	1.0	Internal meeting.
TOTAL HOURS		12.5	

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
 Client Code: F0916/7130
 Time Period: February 1, 1999 through February 28, 1999

Professional	Date	Hours	Description of Work Performed
Milos V. Brajovic	2/03/99	1.0	Call with Andrew Yearly regarding BCI
Milos V. Brajovic	2/3/99	1.0	Internal meeting.
Milos V. Brajovic	2/04/99	1.0	Review R/E update materials
Milos V. Brajovic	2/05/99	1.0	Call with Andrew Yearly regarding BCI
Milos V. Brajovic	2/05/99	1.0	Call with Dick Casher regarding BCI
Milos V. Brajovic	2/05/99	1.0	Real estate call
Milos V. Brajovic	2/07/99	1.0	Reviewed presentation
Milos V. Brajovic	2/08/99	1.5	Conference call
Milos V. Brajovic	2/18/99	1.0	Review of R/E material; memos.
Milos V. Brajovic	2/18/99	1.0	Conference call with Senior Bank regarding sale of company.
Milos V. Brajovic	2/19/99	3.0	Conference call with committee regarding strategic alternatives.
Milos V. Brajovic	2/24/99	1.0	Internal meeting.
TOTAL HOURS		14.5	

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
 Client Code: F0916/7130
 Time Period: February 1, 1999 through February 28, 1999

Professional	Date	Hours	Description of Work Performed
Pejman Sabet	2/1/99	0.5	Review weekly sales.
Pejman Sabet	2/3/99	1.0	Internal meeting.
Pejman Sabet	2/5/99	1.5	Conference call.
Pejman Sabet	2/8/99	1.5	Conference call.
Pejman Sabet	2/8/99	0.5	Review weekly sales.
Pejman Sabet	2/9/99	1.0	Management presentation review.
Pejman Sabet	2/15/99	0.5	Review weekly sales.
Pejman Sabet	2/18/99	1.0	Conference call with Senior Bank regarding sale of company.
Pejman Sabet	2/19/99	3.0	Conference call regarding strategic alternatives.
Pejman Sabet	2/22/99	0.5	Review weekly sales.
Pejman Sabet	2/24/99	1.0	Internal meeting.
TOTAL HOURS		12.0	

Exhibit C

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
 Client Code: F0916/7130
 Time Period: March 1 1999 through March 31, 1999

Professional	Date	Hours	Description of Work Performed
Alan Fragen	3/5/99	0.5	Reviewed Hebb & Gitlin memo regarding formation of equity committee.
Alan Fragen	3/11/99	1.0	Reviewed Period 1 memo.
Alan Fragen	3/11/99	0.5	Reviewed investment process document prepared by BT Alex Brown.
Alan Fragen	3/12/99	0.5	Reviewed US Trustee's objections to Debtor's retention of BT Alex Brown.
Alan Fragen	3/12/99	0.5	Reviewed nature and extent of equity interests held by proposed equity committee members.
Alan Fragen	3/14/99	0.5	Reviewed Hebb & Gitlin memo regarding motions scheduled for 3/30 hearing.
Alan Fragen	3/14/99	0.5	Reviewed summary of Waddington Purchase and Supply agreement.
Alan Fragen	3/15/99	2.5	Committee conference call.
Alan Fragen	3/16/99	0.5	Conference call with Richard Casher and Irwin Gold regarding Waddington real estate.
Alan Fragen	3/17/99	1.0	Internal meeting.
Alan Fragen	3/23/99	1.0	Review memo regarding operating performance.
Alan Fragen	3/24/99	0.5	Call with Gavin Kagan and David Sweig regarding Waddington contract.
TOTAL HOURS		9.5	

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
Client Code: F0916/7130
Time Period: March 1 1999 through March 31, 1999

Professional	Date	Hours	Description of Work Performed
Andrew Miller	3/3/99	2.0	Reviewed memos and documents.
Andrew Miller	3/6/99	0.5	Reviewed Hebb & Gitlin memo regarding formation of equity committee.
Andrew Miller	3/10/99	1.0	Reviewed motions and flexible funding agreement.
Andrew Miller	3/14/99	2.0	Reviewed motions and analysis of Waddington contract.
Andrew Miller	3/17/99	1.0	Internal meeting.
TOTAL HOURS		6.5	

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
Client Code: F0916/7130
Time Period: March 1 1999 through March 31, 1999

Professional	Date	Hours	Description of Work Performed
Eric Winthrop	3/10/99	4.5	Period 1 memo.
Eric Winthrop	3/11/99	2.5	Period 1 analysis.
Eric Winthrop	3/14/99	2.0	Read article for conference call.
Eric Winthrop	3/15/99	2.5	Conference call regarding Boston Chicken Committee.
Eric Winthrop	3/17/99	1.0	Internal meeting.
Eric Winthrop	3/17/99	4.5	Period 2 memo.
Eric Winthrop	3/18/99	2.5	Period 2 analysis.
Eric Winthrop	3/30/99	1.5	Reviewed public filings.
TOTAL HOURS		21.0	

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
 Client Code: F0916/7130
 Time Period: March 1, 1999 through March 31, 1999

Professional	Date	Hours	Description of Work Performed
Gavin Kagan	3/1/99	0.5	Review weekly sales.
Gavin Kagan	3/3/99	2.0	Review documents.
Gavin Kagan	3/6/99	0.5	Review Hebb & Gitlin memo regarding formation of equity committee.
Gavin Kagan	3/8/99	0.5	Review weekly sales.
Gavin Kagan	3/10/99	1.0	Review motions and flexible funding agreement.
Gavin Kagan	3/12/99	1.0	Call with Anna Gustafson regarding motions and Waddington contract.
Gavin Kagan	3/14/99	2.0	Review motions and analysis of Waddington contract.
Gavin Kagan	3/15/99	0.5	Review weekly sales.
Gavin Kagan	3/15/99	2.5	Conference call regarding Boston Chicken committee.
Gavin Kagan	3/17/99	1.0	Internal meeting.
Gavin Kagan	3/22/99	0.5	Review weekly sales.
Gavin Kagan	3/22/99	0.5	Call with David Sweig and analysis of Waddington contract.
Gavin Kagan	3/23/99	0.5	Call with Randy Miller regarding Waddington.
Gavin Kagan	3/24/99	0.5	Call with Alan Fragen and David Sweig regarding Waddington contract.
Gavin Kagan	3/28/99	0.5	Boston Chicken's 8K's review.
Gavin Kagan	3/29/99	0.5	Review weekly sales.
TOTAL HOURS		14.5	

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
 Client Code: F0916/7130
 Time Period: March 1, 1999 through March 31, 1999

Professional	Date	Hours	Description of Work Performed
Greg Kim	3/1/99	0.5	Review weekly sales.
Greg Kim	3/3/99	2.0	Review documents.
Greg Kim	3/5/99	0.5	Review Hebb & Gitlin memo regarding formation of equity committee.
Greg Kim	3/8/99	0.5	Review weekly sales.
Greg Kim	3/9/99	1.0	Review motions and flexible funding agreement.
Greg Kim	3/14/99	2.0	Review motions and analysis of Waddington contract.
Greg Kim	3/15/99	0.5	Review weekly sales.
Greg Kim	3/15/99	2.5	Conference call regarding Boston Chicken committee.
Greg Kim	3/17/99	1.0	Internal meeting.
Greg Kim	3/22/99	0.5	Review weekly sales.
Greg Kim	3/28/99	0.5	Boston Chicken's 8K's review.
Greg Kim	3/29/99	0.5	Review weekly sales.
TOTAL HOURS		12.0	

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
 Client Code: F0916/7130
 Time Period: March 1, 1999 through March 31, 1999

Professional	Date	Hours	Description of Work Performed
Irwin Gold	3/5/99	0.5	Reviewed Hebb & Gitlin memo regarding formation of equity committee.
Irwin Gold	3/9/99	0.5	Call with Richard Casher.
Irwin Gold	3/9/99	0.5	Call with Barry Riddings regarding investor process.
Irwin Gold	3/11/99	0.5	Reviewed investment process document prepared by BT Alex Brown.
Irwin Gold	3/12/99	0.5	Reviewed various e-mails on case.
Irwin Gold	3/12/99	0.5	Reviewed US Trustee's objections to Debtor's retention of BT Alex Brown.
Irwin Gold	3/12/99	0.5	Reviewed nature and extent of equity interests held by proposed equity committee members.
Irwin Gold	3/14/99	0.5	Reviewed Hebb & Gitlin memo regarding motions scheduled for 3/30 hearing.
Irwin Gold	3/14/99	0.5	Reviewed summary of Waddington Purchase and Supply agreement.
Irwin Gold	3/15/99	2.5	Creditors Committee conference call with Debtor.
Irwin Gold	3/16/99	0.5	Conference call with Richard Casher and Alan Fragen regarding Waddington real estate.
Irwin Gold	3/19/99	0.5	Call with Richard Casher and Alan Fragen regarding BT retention.
Irwin Gold	3/22/99	0.5	Call with Richard Casher.
TOTAL HOURS		8.5	

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
 Client Code: F0916/7130
 Time Period: March 1, 1999 through March 31, 1999

Professional	Date	Hours	Description of Work Performed
Milos V. Brajovic	3/04/99	2.0	Review documents
Milos V. Brajovic	3/08/99	2.0	Call with Hebb&Gitlin regarding strategic alternatives
Milos V. Brajovic	3/11/99	1.0	Review Period 1 memo.
Milos V. Brajovic	3/14/99	1.0	Review sales figures and financials
Milos V. Brajovic	3/15/99	2.5	Conference call regarding Boston Chicken Committee.
Milos V. Brajovic	3/17/99	1.0	Internal meeting.
Milos V. Brajovic	3/17/99	5.0	Preparation of hours
Milos V. Brajovic	3/19/99	1.0	Review Period 4 memo.
Milos V. Brajovic	3/23/99	5.0	Prepared fee application
Milos V. Brajovic	3/22/99	1.5	Analyze operating performance
Milos V. Brajovic	3/23/99	1.0	Review Period 2 memo regarding operating performance
TOTAL HOURS		23.0	

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
 Client Code: F0916/7130
 Time Period: March 1, 1999 through March 31, 1999

Professional	Date	Hours	Description of Work Performed
Pejman Sabet	3/1/99	0.5	Review weekly sales.
Pejman Sabet	3/3/99	2.0	Review documents.
Pejman Sabet	3/5/99	0.5	Review Hebb & Gitlin memo regarding formation of equity committee.
Pejman Sabet	3/8/99	0.5	Review weekly sales.
Pejman Sabet	3/9/99	1.0	Review motions and flexible funding agreement.
Pejman Sabet	3/14/99	2.0	Review motions and analysis of Waddington contract.
Pejman Sabet	3/15/99	0.5	Review weekly sales.
Pejman Sabet	3/15/99	2.5	Conference call regarding Boston Chicken committee.
Pejman Sabet	3/17/99	1.0	Internal meeting.
Pejman Sabet	3/22/99	0.5	Review weekly sales.
Pejman Sabet	3/28/99	0.5	Boston Chicken's 8K's review.
Pejman Sabet	3/29/99	0.5	Review weekly sales.
TOTAL HOURS		12.0	

Exhibit D

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
 Client Code: F0916/7130
 Time Period: April 1, 1999 through April 30, 1999

Professional	Date	Hours	Description of Work Performed
Alan Fragen	4/6/99	1.5	Reviewed BT Alex Brown Confidential Descriptive memorandum.
Alan Fragen	4/7/99	1.0	Internal meeting.
Alan Fragen	4/8/99	0.5	Reviewed memo regarding recent pleadings filed by Debtor.
Alan Fragen	4/8/99	1.0	Reviewed Period 3 memo.
Alan Fragen	4/8/99	0.5	Reviewed memo regarding status of sale process.
Alan Fragen	4/13/99	1.0	Boston Chicken conference call.
Alan Fragen	4/13/99	1.5	Creditors Committee conference call.
Alan Fragen	4/23/99	0.5	Reviewed motion for authority to enter into exclusive license agreement with Heinz.
Alan Fragen	4/27/99	1.0	Reviewed license agreement with Heinz.
Alan Fragen	4/27/99	1.0	Review memo regarding operating performance.
Alan Fragen	4/27/99	0.5	Reviewed memo regarding summary of recent motion and Heinz licensing agreement.
Alan Fragen	4/28/99	1.0	Internal meeting.
Alan Fragen	4/28/99	0.5	Reviewed indications of interest to purchase BCI or its assets.
Alan Fragen	4/29/99	0.5	Reviewed Hebb & Gitlin memo regarding sales process.
Alan Fragen	4/30/99	0.5	Reviewed Hebb & Gitlin memo regarding indications of interest.
TOTAL HOURS		12.5	

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
Client Code: F0916/7130
Time Period: April 1 1999 through April 30, 1999

Professional	Date	Hours	Description of Work Performed
Andrew Miller	4/7/99	1.0	Internal meeting.
Andrew Miller	4/9/99	0.5	Reviewed memo regarding status of sale process.
Andrew Miller	4/12/99	0.5	Reviewed memo regarding recent pleadings filed by Debtor.
Andrew Miller	4/27/99	1.0	Reviewed license agreement with Heinz.
Andrew Miller	4/28/99	1.0	Internal meeting.
Andrew Miller	4/29/99	0.5	Reviewed Hebb & Gitlin memo regarding sale process.
TOTAL HOURS		4.5	

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
Client Code: F0916/7130
Time Period: April 1, 1999 through April 30, 1999

Professional	Date	Hours	Description of Work Performed
Eric Winthrop	4/5/99	3.0	Read sale memo.
Eric Winthrop	4/7/99	1.0	Internal meeting.
Eric Winthrop	4/7/99	4.0	Period 3 memo.
Eric Winthrop	4/8/99	1.0	Read news.
Eric Winthrop	4/9/99	0.5	Conference call regarding real estate.
Eric Winthrop	4/13/99	1.0	Boston Chicken conference call.
Eric Winthrop	4/27/99	1.0	Reviewed license agreement.
Eric Winthrop	4/28/99	1.0	Internal meeting.
TOTAL HOURS		12.5	

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
 Client Code: F0916/7130
 Time Period: April 1, 1999 through April 30, 1999

Professional	Date	Hours	Description of Work Performed
Gavin Kagan	4/5/99	0.5	Review weekly sales.
Gavin Kagan	4/7/99	1.0	Internal meeting.
Gavin Kagan	4/8/99	0.5	Review memo regarding status of sale process.
Gavin Kagan	4/8/99	0.5	Review memo regarding recent pleadings filed by Debtor.
Gavin Kagan	4/9/99	0.5	Conference call regarding real estate.
Gavin Kagan	4/12/99	0.5	Review weekly sales.
Gavin Kagan	4/13/99	1.0	Creditors committee conference call.
Gavin Kagan	4/19/99	0.5	Review weekly sales.
Gavin Kagan	4/26/99	0.5	Review weekly sales.
Gavin Kagan	4/26/99	0.5	Call with Randy Miller regarding court appearance.
Gavin Kagan	4/27/99	1.0	Review license agreement with Heinz.
Gavin Kagan	4/27/99	9.0	In court in Phoenix.
Gavin Kagan	4/28/99	1.0	Internal meeting.
Gavin Kagan	4/29/99	0.5	Review Hebb & Gitlin memo regarding sales process.
TOTAL HOURS		17.5	

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
 Client Code: F0916/7130
 Time Period: April 1, 1999 through April 30, 1999

Professional	Date	Hours	Description of Work Performed
Greg Kim	4/5/99	0.5	Review weekly sales.
Greg Kim	4/7/99	1.0	Internal meeting.
Greg Kim	4/8/99	0.5	Review memo regarding status of sale process.
Greg Kim	4/8/99	0.5	Review memo regarding recent pleadings filed by Debtor.
Greg Kim	4/9/99	0.5	Conference call regarding real estate.
Greg Kim	4/12/99	0.5	Review weekly sales.
Greg Kim	4/13/99	1.0	BC conference call.
Greg Kim	4/19/99	0.5	Review weekly sales.
Greg Kim	4/26/99	0.5	Review weekly sales.
Greg Kim	4/27/99	1.0	Review license agreement with Heinz.
Greg Kim	4/28/99	1.0	Internal meeting.
Greg Kim	4/29/99	0.5	Review Hebb & Gitlin memo regarding sales process.
TOTAL HOURS		8.0	

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
 Client Code: F0916/7130
 Time Period: April 1, 1999 through April 30, 1999

Professional	Date	Hours	Description of Work Performed
Irwin Gold	4/6/99	1.5	Reviewed BT Alex Braun Confidential Descriptive memorandum.
Irwin Gold	4/7/99	1.0	Internal meeting.
Irwin Gold	4/8/99	0.5	Reviewed memo regarding recent pleadings filed by Debtor.
Irwin Gold	4/8/99	0.5	Call with Richard Casher regarding sales process.
Irwin Gold	4/8/99	0.5	Reviewed memo regarding status of sale process.
Irwin Gold	4/13/99	0.5	Call with Richard Casher regarding Committee agenda.
Irwin Gold	4/13/99	1.5	Creditors Committee conference call.
Irwin Gold	4/19/99	0.5	Call with Cecil Shenker.
Irwin Gold	4/20/99	0.5	Call with Richard Casher regarding Houlihan Lokey's fees and sales process.
Irwin Gold	4/20/99	0.5	Call with Larry White regarding sale process.
Irwin Gold	4/20/99	0.5	Call with Richard Casher and Evan Flascher.
Irwin Gold	4/21/99	0.5	Conference call with Andrew Yearly and Richard Casher regarding sales process.
Irwin Gold	4/22/99	0.5	Call with Richard Casher regarding meeting about sales process.
Irwin Gold	4/23/99	0.5	Reviewed motion for authority to enter into exclusive license agreement with Heinz.
Irwin Gold	4/27/99	1.0	Reviewed license agreement with Heinz.
Irwin Gold	4/27/99	0.5	Reviewed memo regarding summary of recent motion and Heinz licensing agreement.
Irwin Gold	4/28/99	0.5	Reviewed indications of interest to purchase BCI or its assets.

Professional	Date	Hours	Description of Work Performed
Irwin Gold	4/29/99	0.5	Reviewed Hebb & Gitlin memo regarding sales process.
Irwin Gold	4/30/99	0.5	Reviewed Hebb & Gitlin memo regarding indications of interest.
TOTAL HOURS		12.5	

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
Client Code: F0916/7130
Time Period: April 1, 1999 through April 30, 1999

Professional	Date	Hours	Description of Work Performed
Milos V. Brajovic	4/7/99	1.0	Review documents, correspondence
Milos V. Brajovic	4/8/99	1.0	Review Period 4 memo.
Milos V. Brajovic	4/9/99	0.5	Conference call regarding real estate
Milos V. Brajovic	4/13/99	1.0	Boston Chicken conference call
Milos V. Brajovic	4/26/99	1.5	Analyze operating performance
Milos V. Brajovic	4/27/99	1.0	Review memo regarding operating performance
Milos V. Brajovic	4/28/99	1.0	Internal meeting.
TOTAL HOURS		7.0	

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
 Client Code: F0916/7130
 Time Period: April 1, 1999 through April 30, 1999

Professional	Date	Hours	Description of Work Performed
Pejman Sabet	4/5/99	0.5	Review weekly sales.
Pejman Sabet	4/7/99	1.0	Internal meeting.
Pejman Sabet	4/8/99	0.5	Review memo regarding status of sale process.
Pejman Sabet	4/9/99	0.5	Conference call regarding real estate.
Pejman Sabet	4/12/99	0.5	Review weekly sales.
Pejman Sabet	4/13/99	1.0	BC conference call.
Pejman Sabet	4/19/99	0.5	Review weekly sales.
Pejman Sabet	4/26/99	0.5	Review weekly sales.
Pejman Sabet	4/27/99	1.0	Review license agreement with Heinz.
Pejman Sabet	4/28/99	1.0	Internal meeting.
Pejman Sabet	4/29/99	0.5	Review Hebb & Gitlin memo regarding sales process.
TOTAL HOURS		7.5	

Exhibit E

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
 Client Code: F0916/7130
 Time Period: May 1, 1999 through May 31, 1999

Professional	Date	Hours	Description of Work Performed
Alan Fragen	5/4/99	3.0	Creditors Committee meeting with Debtor regarding sales process.
Alan Fragen	5/4/99	0.5	Call with Irwin Gold regarding replacement DIP lenders.
Alan Fragen	5/9/99	1.0	Reviewed Period 4 memo.
Alan Fragen	5/12/99	0.5	Reviewed Hebb & Gitlin memo regarding sales process status.
Alan Fragen	5/19/99	1.0	Internal meeting.
Alan Fragen	5/20/99	0.5	Call with Irwin Gold regarding alternative DIP lenders.
Alan Fragen	5/20/99	0.5	Conference call with Andrew Yearly and Irwin Gold regarding sales process and bank discussions.
Alan Fragen	5/27/99	1.0	Reviewed correspondence and pleadings regarding 5/25 hearings; sales process; alternative DIP lenders; amendment to DIP facility.
TOTAL HOURS		8.0	

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
Client Code: F0916/7130
Time Period: May 1 1999 through May 31, 1999

Professional	Date	Hours	Description of Work Performed
Andrew Miller	5/12/99	0.5	Reviewed Hebb & Gitlin memo regarding sales process status.
Andrew Miller	5/19/99	1.0	Internal meeting.
Andrew Miller	5/27/99	1.0	Reviewed correspondence and pleadings regarding 2/25 hearings; sales process alternative DIP lenders; amendment to DIP facility.
TOTAL HOURS		2.5	

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
Client Code: F0916/7130
Time Period: May 1 1999 through May 31, 1999

Professional	Date	Hours	Description of Work Performed
Eric Winthrop	5/4/99	3.0	Conference call.
Eric Winthrop	5/7/99	4.0	Period 4 memo.
Eric Winthrop	5/8/99	2.5	Period 4 analysis.
Eric Winthrop	5/8/99	2.0	Period 4 memo revision.
Eric Winthrop	5/14/99	0.5	Reviewed Hebb & Gitlin memo.
Eric Winthrop	5/19/99	1.0	Internal meeting.
Eric Winthrop	5/28/99	1.0	Reviewed correspondence.
TOTAL HOURS		14.0	

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
 Client Code: F0916/7130
 Time Period: May 1, 1999 through May 31, 1999

Professional	Date	Hours	Description of Work Performed
Gavin Kagan	5/3/99	0.5	Review weekly sales.
Gavin Kagan	5/4/99	3.0	Conference call.
Gavin Kagan	5/10/99	0.5	Review weekly sales.
Gavin Kagan	5/12/99	0.5	Reviewed Hebb & Gitlin memo regarding sales process status.
Gavin Kagan	5/17/99	0.5	Review weekly sales.
Gavin Kagan	5/19/99	1.0	Internal meeting.
Gavin Kagan	5/26/99	0.5	Review weekly sales.
Gavin Kagan	5/27/99	1.0	Review correspondence and pleadings regarding 2/25 hearings; sales process alternative DIP lenders; amendment to DIP facility.
Gavin Kagan	5/31/99	0.5	Review weekly sales.
TOTAL HOURS		8.0	

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
Client Code: F0916/7130
Time Period: May 1, 1999 through May 31, 1999

Professional	Date	Hours	Description of Work Performed
Greg Kim	5/3/99	0.5	Review weekly sales.
Greg Kim	5/4/99	2.0	Conference call.
Greg Kim	5/10/99	0.5	Review weekly sales.
Greg Kim	5/12/99	0.5	Reviewed Hebb & Gitlin memo regarding sales process status.
Greg Kim	5/17/99	0.5	Review weekly sales.
Greg Kim	5/19/99	1.0	Internal meeting.
Greg Kim	5/26/99	0.5	Review weekly sales.
Greg Kim	5/31/99	0.5	Review weekly sales.
TOTAL HOURS		6.0	

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
 Client Code: F0916/7130
 Time Period: May 1, 1999 through May 31, 1999

Professional	Date	Hours	Description of Work Performed
Irwin Gold	5/4/99	3.0	Creditors Committee meeting with Debtor regarding sales process.
Irwin Gold	5/4/99	0.5	Telephone with Alan Fragen regarding replacement DIP lenders.
Irwin Gold	5/12/99	0.5	Reviewed Hebb & Gitlin memo regarding sales process status.
Irwin Gold	5/19/99	1.0	Internal meeting.
Irwin Gold	5/20/99	0.5	Call with Alan Fragen regarding alternative DIP lenders.
Irwin Gold	5/20/99	0.5	Conference call with Andrew Yearly and Alan Fragen regarding sales process and bank discussions.
Irwin Gold	5/27/99	1.0	Reviewed correspondence and pleadings regarding 5/25 hearings; sales process; alternative DIP lenders; amendment to DIP facility.
TOTAL HOURS		7.0	

Houlihan Lokey Howard & Zukin
Summary of Hours

Client Name: **Boston Chicken, Inc.**
Client Code: F0916/7130
Time Period: May 1, 1999 through May 31, 1999

Professional	Date	Hours	Description of Work Performed
Milos V. Brajovic	5/4/99	3.0	Conference call
Milos V. Brajovic	5/19/99	1.0	Internal meeting.
TOTAL HOURS		4.0	

Houlihan Lokey Howard & Zukin

Summary of Hours

Client Name: **Boston Chicken, Inc.**
Client Code: F0916/7130
Time Period: May 1, 1999 through May 31, 1999

Professional	Date	Hours	Description of Work Performed
Pejman Sabet	5/3/99	0.5	Review weekly sales.
Pejman Sabet	5/4/99	2.0	Conference call.
Pejman Sabet	5/10/99	0.5	Review weekly sales.
Pejman Sabet	5/12/99	0.5	Reviewed Hebb & Gitlin memo regarding sales process status.
Pejman Sabet	5/17/99	0.5	Review weekly sales.
Pejman Sabet	5/19/99	1.0	Internal meeting.
Pejman Sabet	5/26/99	0.5	Review weekly sales.
Pejman Sabet	5/31/99	0.5	Review weekly sales.
TOTAL HOURS		6.0	

Exhibit F

**BOSTON CHICKEN
HOURS BY PROFESSIONAL BY MONTH**

<u>STAFF</u>		<u>FEB</u>	<u>MAR</u>	<u>APR</u>	<u>MAY</u>		<u>TOTAL</u>
GOLD		2.5	8.5	12.5	7.0		30.5
FRAGEN		9.0	9.5	12.5	8.0		39.0
BRAJOVIC		14.5	23.0	7.0	4.0		48.5
KIM		12.5	12.0	8.0	6.0		38.5
KAGAN		17.5	14.5	17.5	8.0		57.5
WINTHROP		7.5	21.0	12.5	14.0		55.0
SABET		12.0	12.0	7.5	6.0		37.5
MILLER		4.0	6.5	4.5	2.5		17.5
		79.5	107.0	82.0	55.5		324.0

Exhibit G

**Boston
Chicken, Inc.**

Invoice Out-Of-Pocket Breakdown Analysis

<u>Month</u>		<u>Messenger / Delivery</u>	<u>Parking</u>	<u>Trans-Air</u>	<u>Trans- Other</u>	<u>Phone/Fax</u>	<u>Lodging</u>	<u>Meals</u>	<u>Computer</u>		<u>TOTAL</u>
February		\$0.00	\$19.00	\$0.00	\$0.00	\$265.39	\$1,092.70	\$776.93	\$62.50		\$2,216.5
March		\$73.90	\$0.00	\$0.00	\$5.00	\$113.52	\$0.00	\$903.02	\$94.20		\$1,189.6
April		\$95.85	\$0.00	\$164.00	\$122.08	\$64.95	\$0.00	\$422.36	\$0.00		\$869.2
May		\$0.00	\$0.00	\$476.50	\$55.32	\$542.43	\$255.00	\$94.27	\$0.00		\$1,423.5
TOTALS		\$169.75	\$19.00	\$640.50	\$182.40	\$986.29	\$1,347.70	\$2,196.58	\$156.70		\$5,698.9